
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NVIDIA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

94-3177549
(I.R.S. Employer Identification No.)

2788 San Tomas Expressway, Santa Clara, CA 95051
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2007 Equity Incentive Plan
(Full title of the plan)

Timothy S. Teter
Executive Vice President, General Counsel and Secretary
NVIDIA Corporation
2788 San Tomas Expressway
Santa Clara, CA 95051
(408) 486-2000

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:
Eric C. Jensen
John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304-1130
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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PART I
INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). The document(s) containing the information specified in Part I will be sent or given to the participants in the Amended and Restated 2007 Equity Incentive Plan of NVIDIA Corporation (the "Company") pursuant to Rule 428(b)(1). Such document(s) are not being filed with the Securities and Exchange Commission (the "SEC") as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These document(s) and the documents incorporated by reference in the Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the SEC are incorporated by reference into this Registration Statement:

- a. The Company's Annual Report on [Form 10-K](#) (File No. 000-23985) for the fiscal year ended January 30, 2022 filed with the SEC on March 18, 2022;
- b. The Company's Quarterly Reports on Form 10-Q (File No. 000-23985) for the quarter ended May 1, 2022 filed with the SEC on [May 27, 2022](#), and for the quarter ended July 31, 2022 filed with the SEC on [August 31, 2022](#);
- c. The Company's Current Reports on Form 8-K (File No. 000-23985) filed with the SEC on [February 8, 2022](#), [March 9, 2022](#), [June 6, 2022](#), and [August 31, 2022](#) (to the extent such reports are filed, not furnished); and
- d. The description of the Company's common stock which is contained in the Company's Registration Statement on [Form 8-A](#) (File No. 000-23985) filed with the SEC on January 12, 1999 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any other amendment or report filed for the purpose of updating such description.

All documents filed by the Company (other than Current Reports or portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Item 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K that is deemed to be furnished and not filed under such provisions.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under Section 145 of the Delaware General Corporation Law, the Company has broad powers to indemnify its directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act. The Company's Bylaws, as amended and restated on March 3, 2022, require the Company to indemnify its directors and executive officers, and permit the Company to indemnify its other officers, employees and other agents, to the extent permitted by Delaware law.

The Company has entered into indemnity agreements with each of its directors and executive officers. Such indemnity agreements contain provisions which are in some respects broader than the specific indemnification provisions contained in Delaware law.

In addition, the Company's Restated Certificate of Incorporation provides that its directors shall not be personally liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Company's directors shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit No. | Exhibit Description | Schedule /Form | File Number | Exhibit | Filing Date |
|-------------|---|----------------|-------------|--------------------------|-------------|
| 4.1 | Restated Certificate of Incorporation | 10-K | 0-23985 | 3.1 | 3/18/2022 |
| 4.2 | Amendment to Restated Certificate of Incorporation of NVIDIA Corporation | 8-K | 0-23985 | 3.1 | 6/6/2022 |
| 4.3 | Bylaws of NVIDIA Corporation, Amended and Restated as of March 3, 2022 | 8-K | 0-23985 | 3.1 | 3/9/2022 |
| 4.4 | Specimen Stock Certificate Indenture, dated as of September 16, 2016, by and between the Company and Wells Fargo Bank, National Association, as Trustee | S-1/A | 333-47495 | 4.2 | 4/24/1998 |
| 4.5 | Officers' Certificate, dated as of September 16, 2016 | 8-K | 0-23985 | 4.1 | 9/16/2016 |
| 4.6 | Form of 2021 Note | 8-K | 0-23985 | 4.2 | 9/16/2016 |
| 4.7 | Form of 2026 Note | 8-K | 0-23985 | Annex A to Exhibit 4.2 | 9/16/2016 |
| 4.8 | Officers' Certificate, dated as of March 31, 2020 | 8-K | 0-23985 | Annex B to Exhibit 4.2 | 9/16/2016 |
| 4.9 | Form of 2030 Note | 8-K | 0-23985 | 4.2 | 3/31/2020 |
| 4.10 | Form of 2040 Note | 8-K | 0-23985 | Annex A-1 to Exhibit 4.2 | 3/31/2020 |
| 4.11 | Form of 2050 Note | 8-K | 0-23985 | Annex B-1 to Exhibit 4.2 | 3/31/2020 |
| 4.12 | Form of 2060 Note | 8-K | 0-23985 | Annex C-1 to Exhibit 4.2 | 3/31/2020 |
| 4.13 | Officers' Certificate, dated as of June 16, 2021 | 8-K | 0-23985 | Annex D-1 to Exhibit 4.2 | 3/31/2020 |
| 4.14 | Form of 2023 Note | 8-K | 0-23985 | 4.2 | 6/16/2021 |
| 4.15 | Form of 2024 Note | 8-K | 0-23985 | Annex A to Exhibit 4.2 | 6/16/2021 |
| 4.16 | Form of 2028 Note | 8-K | 0-23985 | Annex B to Exhibit 4.2 | 6/16/2021 |
| 4.17 | Form of 2031 Note | 8-K | 0-23985 | Annex C to Exhibit 4.2 | 6/16/2021 |
| 4.18 | Form of 2031 Note | 8-K | 0-23985 | Annex D to Exhibit 4.2 | 6/16/2021 |
| 5.1* | Opinion of Cooley LLP | | | | |
| 23.1* | Consent of Independent Registered Public Accounting Firm | | | | |

| | | | | | |
|-------|---|-----|---------|------|----------|
| 23.2* | Consent of Cooley LLP (included in Exhibit 5.1) | | | | |
| 24.1* | Power of Attorney (included on signature page) | | | | |
| 99.1 | Amended and Restated 2007 Equity Incentive Plan | 8-K | 0-23985 | 10.1 | 6/6/2022 |
| 107* | Filing Fee Table | | | | |

* Filed herewith.

Item 9. Undertakings

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any

action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on August 31, 2022.

NVIDIA CORPORATION

By: /s/ Rebecca Peters

Rebecca Peters
Vice President, Deputy General Counsel and
Assistant Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jen-Hsun Huang and Colette M. Kress, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|-----------------|
| <u>/s/ Jen-Hsun Huang</u> Jen-Hsun Huang | President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | August 31, 2022 |
| <u>/s/ Colette M. Kress</u> Colette M. Kress | Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>) | August 31, 2022 |
| <u>/s/ Donald F. Robertson Jr.</u> Donald F. Robertson Jr. | Vice President and Chief Accounting Officer (<i>Principal Accounting Officer</i>) | August 31, 2022 |
| <u>/s/ Robert K. Burgess</u> Robert K. Burgess | Director | August 31, 2022 |
| <u>/s/ Tench Coxé</u> Tench Coxé | Director | August 31, 2022 |
| <u>/s/John O. Dabiri</u> John O. Dabiri | Director | August 31, 2022 |
| <u>/s/ Persis Drell</u> Persis Drell | Director | August 31, 2022 |

| | | |
|---|----------|-----------------|
| <u>/s/ Dawn Hudson</u> Dawn Hudson | Director | August 31, 2022 |
| <u>/s/ Harvey C. Jones</u> Harvey C. Jones | Director | August 31, 2022 |
| <u>/s/ Michael G. McCaffery</u> Michael G. McCaffery | Director | August 31, 2022 |
| <u>/s/ Stephen C. Neal</u> Stephen C. Neal | Director | August 31, 2022 |
| <u>/s/ Mark L. Perry</u> Mark L. Perry | Director | August 31, 2022 |
| <u>/s/ A. Brooke Seawell</u> A. Brooke Seawell | Director | August 31, 2022 |
| <u>/s/ Aarti Shah</u> Aarti Shah | Director | August 31, 2022 |
| <u>/s/ Mark Stevens</u> Mark Stevens | Director | August 31, 2022 |



John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

August 31, 2022

NVIDIA Corporation
2788 San Tomas Expressway
Santa Clara, CA 95051

Ladies and Gentlemen:

We have acted as counsel to NVIDIA Corporation, a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 51,500,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), issuable pursuant to the Company's Amended and Restated 2007 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ John T. McKenna
John T. McKenna

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NVIDIA Corporation of our report dated March 17, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in NVIDIA Corporation's Annual Report on Form 10-K for the year ended January 30, 2022.

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 31, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

NVIDIA Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|------------------------|---|----------------------|----------------------------------|--|----------------------------------|-------------|----------------------------|
| Equity | Common Stock, par value \$0.001 per share | Other ⁽²⁾ | 51,500,000 ⁽³⁾ | \$156.11 ⁽²⁾ | \$8,039,665,000 | \$0.0000927 | \$745,276.95 |
| Total Offering Amounts | | | | | \$8,039,665,000 | | \$745,276.95 |
| Total Fee Offsets | | | | | | | \$— |
| Net Fee Due | | | | | | | \$745,276.95 |

- ⁽¹⁾ Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock (the “Common Stock”) that become issuable under the underlying plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- ⁽²⁾ Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$156.11 per share of Common Stock, the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Select Market on August 30, 2022.
- ⁽³⁾ Represents additional shares of the Common Stock reserved for issuance under the Amended and Restated 2007 Equity Incentive Plan of the Registrant.